

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 12-11564 (CSS)
(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION
TRUSTEE FOR ASHINC CORPORATION, ET AL., AS
SUCCESSOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ASHINC
CORPORATION, AND ITS AFFILIATED DEBTORS,

Plaintiff,

Adv. Proc. No. 21-51179-CSS

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,
YUCAIPA AMERICAN MANAGEMENT, LLC,
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST, AMERICAN PRIVATE
EQUITY PARTNERS II, LP, AUTOMOTIVE
MACHINISTS PENSION TRUST, BOARD OF FIRE
AND POLICE PENSION COMMISSIONERS OF THE
CITY OF LOS ANGELES, CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM,
CARPENTERS PENSION TRUST FUND FOR
NORTHERN CALIFORNIA, COLLIER PARTNERS 702
LP INCORPORATED, CLOUSE S.A.,
CONSOLIDATED RETIREMENT FUND, IAM
PRIVATE EQUITY, LLC, ILGWU DEATH BENEFIT
FUND 4, INTERNATIONAL SIF SICAV SA, LOCALS
302 & 612 OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS – EMPLOYERS

Related to D.I. 1, 3

¹ The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: ASHINC Corporation (f/k/a Allied Systems Holdings, Inc.) (58-0360550); AAINC Corporation (f/k/a Allied Automotive Group, Inc.) (58-2201081); AFBLLC LLC (f/k/a Allied Freight Broker LLC) (59-2876864); ASCCO (Canada) Company (f/k/a Allied Systems (Canada) Company) (90-0169283); ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.)) (58-1710028); AXALLC LLC (f/k/a Axis Areta, LLC) (45-5215545); AXCCO Canada Company (f/k/a Axis Canada Company) (875688228); AXGINC Corporation (f/k/a Axis Group, Inc.) (58-2204628); Commercial Carriers, Inc. (38-0436930); CTSINC Corporation (f/k/a CT Services, Inc.) (38-2918187); CTLLC LLC (f/k/a Cordin Transport LLC) (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). Debtors address for service of process is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

CONSTRUCTION INDUSTRY RETIREMENT TRUST,
LOS ANGELES CITY EMPLOYEES' RETIREMENT
SYSTEM, NATIONAL RETIREMENT FUND, NEW
MEXICO STATE INVESTMENT COUNCIL, NEW
MEXICO STATE INVESTMENT COUNCIL LAND
GRANT PERMANENT FUND, NEW MEXICO STATE
INVESTMENT COUNCIL SEVERANCE TAX
PERMANENT FUND, NEW YORK CITY
EMPLOYEES' RETIREMENT SYSTEM, NEW YORK
CITY FIRE DEPARTMENT PENSION FUND, NEW
YORK CITY POLICE PENSION FUND, NORTHEAST
CARPENTERS PENSION FUND, PACIFIC COAST
ROOFERS PENSION PLAN, SANBA II INVESTMENT
AUTHORITY, STATE STREET BANK AND TRUST
COMPANY (AS TRUSTEE ON BEHALF OF
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST); STEAMSHIP TRADE
ASSOCIATION OF BALTIMORE, INC. –
INTERNATIONAL LONGSHOREMEN'S
ASSOCIATION (AFL-CIO) PENSION FUND,
TEACHERS' RETIREMENT SYSTEM OF THE CITY
OF NEW YORK, UNITED FOOD AND
COMMERCIAL WORKERS INTERNATIONAL
UNION PENSION PLAN FOR EMPLOYEES,
WESTERN CONFERENCE OF TEAMSTERS
PENSION TRUST

Defendants.

**CERTIFICATION OF COUNSEL REGARDING STIPULATION
FURTHER EXTENDING CERTAIN OF THE NON-YUCAIPA DEFENDANTS'
DEADLINE TO RESPOND TO THE LITIGATION TRUSTEE'S COMPLAINT TO (I)
AVOID AND RECOVER AVOIDABLE TRANSFERS, AND (II) FOR A DECLARATION
OF LIABILITY AGAINST YUCAIPA AMERICAN ALLIANCE FUND I, LLC**

The undersigned counsel to the Litigation Trustee hereby certifies as follows:

1. On October 6, 2021, the Litigation Trustee filed the *Litigation Trustee's Complaint* to (I) *Avoid and Recover Avoidable Transfers*, and (II) *for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC* (the "Complaint") [D.I. 1].

2. In addition to Yucaipa American Alliance Fund I, LLC and Yucaipa American Management, LLC (collectively, the “Yucaipa Defendants”), the Complaint also named the following defendants: American Airlines Master Fixed Benefit Pension Plan Trust, American Private Equity Partners II, LP, Automotive Machinists Pension Trust, Board Of Fire And Police Pension Commissioners Of The City Of Los Angeles, California Public Employees’ Retirement System, Carpenters Pension Trust Fund For Northern California, Collier Partners 702 LP Incorporated, Clouse S.A., Consolidated Retirement Fund, IAM Private Equity, LLC, ILGWU Death Benefit Fund 4, International Sif Sicav SA, Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust, Los Angeles City Employees’ Retirement System, National Retirement Fund, New Mexico State Investment Council, New Mexico State Investment Council Land Grant Permanent Fund, New Mexico State Investment Council Severance Tax Permanent Fund, New York City Employees’ Retirement System, New York City Fire Department Pension Fund, New York City Police Pension Fund, Northeast Carpenters Pension Fund, Pacific Coast Roofers Pension Plan, Sanba II Investment Authority, State Street Bank And Trust Company (As Trustee On Behalf Of American Airlines Master Fixed Benefit Pension Plan Trust); Steamship Trade Association Of Baltimore, Inc. – International Longshoremen’s Association (AFL-CIO) Pension Fund, Teachers’ Retirement System Of The City Of New York, United Food And Commercial Workers International Union Pension Plan For Employees and Western Conference Of Teamsters Pension Trust (collectively, the “Non-Yucaipa Defendants”).

3. The Summons issued in support of the Complaint (the “Summons”) [D.I. 3], requires that Defendants respond to the Complaint by December 1, 2021.

4. The Trustee and certain of the Non-Yucaipa Defendants have agreed to further extend the deadline for certain of the Non-Yucaipa Defendants to respond to the Complaint.

5. A proposed form of Order authorizing the extension is attached hereto as **Exhibit A**.

6. A Stipulation memorializing the Agreement between the Parties (the “Stipulation”) is attached to the proposed form of Order as **Exhibit 1**.

7. Accordingly, the Parties respectfully request that the Court enter the Order approving the Stipulation at its earliest convenience.

Dated: April 1, 2022

Respectfully submitted,

FOX ROTHSCHILD LLP

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Counsel to the Litigation Trustee

Exhibit “A”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, *et al.*,¹

Debtors.

CATHERINE E. YOUNGMAN, LITIGATION
TRUSTEE FOR ASHINC CORPORATION, ET AL., AS
SUCCESSOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ASHINC
CORPORATION, AND ITS AFFILIATED DEBTORS,

Plaintiff,

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,
YUCAIPA AMERICAN MANAGEMENT, LLC,
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST, AMERICAN PRIVATE
EQUITY PARTNERS II, LP, AUTOMOTIVE
MACHINISTS PENSION TRUST, BOARD OF FIRE
AND POLICE PENSION COMMISSIONERS OF THE
CITY OF LOS ANGELES, CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM,
CARPENTERS PENSION TRUST FUND FOR
NORTHERN CALIFORNIA, COLLIER PARTNERS 702
LP INCORPORATED, CLOUSE S.A.,
CONSOLIDATED RETIREMENT FUND, IAM
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Chapter 11

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302 & 612 OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS – EMPLOYERS
CONSTRUCTION INDUSTRY RETIREMENT TRUST,
LOS ANGELES CITY EMPLOYEES’ RETIREMENT
SYSTEM, NATIONAL RETIREMENT FUND, NEW
MEXICO STATE INVESTMENT COUNCIL, NEW
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INTERNATIONAL LONGSHOREMEN’S
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TEACHERS’ RETIREMENT SYSTEM OF THE CITY
OF NEW YORK, UNITED FOOD AND
COMMERCIAL WORKERS INTERNATIONAL
UNION PENSION PLAN FOR EMPLOYEES,
WESTERN CONFERENCE OF TEAMSTERS
PENSION TRUST

Defendants.

**ORDER APPROVING STIPULATION FURTHER EXTENDING DEADLINE
FOR NON-YUCAIPA DEFENDANTS TO RESPOND TO
LITIGATION TRUSTEE’S COMPLAINT TO (I) AVOID AND RECOVER
AVOIDABLE TRANSFERS, AND (II) FOR A DECLARATION OF
LIABILITY AGAINST YUCAIPA AMERICAN ALLIANCE FUND I, LLC**

Pursuant to the Stipulation (the “Stipulation”) Further Extending Deadline for Non-Yucaipa Defendants to Respond to Litigation Trustee’s Complaint to (I) Avoid and Recover Avoidable Transfers and (II) for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC by and between Plaintiff Catherine E. Youngman, as Litigation Trustee for ASHINC

Corporation and related debtors, and the Non-Yucaipa Defendants, as that term is defined in the Stipulation, a copy of which is attached hereto as **Exhibit 1**;

IT IS HEREBY ORDERED THAT,

1. The Non-Yucaipa Defendants' respective responses to the Complaint shall be due no later than the first Business Day² that is 30 days after the earlier of the following triggering events:

- a. Issuance of a post-trial opinion by the Bankruptcy Court adjudicating the remaining claims that were tried in March 2022 in two related adversary proceedings: (i) Del. Bankr. Adv. 13-50530 and (ii) Del Bankr. Adv. 14-50971; and
- b. Written notice by the Trustee to the Non-Yucaipa Defendants, through their respective undersigned counsel, sent by electronic mail.

2. The Pre-Trial Conference(s) in this Adversary Proceeding shall be continued until a date/time after the Non-Yucaipa Defendants respectively respond to the Complaint, based on the Court's availability.

² "Business Day" shall mean any day that is not a Saturday, Sunday, or a federal holiday.

Exhibit 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 12-11564 (CSS)
(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION
TRUSTEE FOR ASHINC CORPORATION, ET AL., AS
SUCCESSOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ASHINC
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CITY OF LOS ANGELES, CALIFORNIA PUBLIC
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LP INCORPORATED, CLOUSE S.A.,
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¹ The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: ASHINC Corporation (f/k/a Allied Systems Holdings, Inc.) (58-0360550); AAINC Corporation (f/k/a Allied Automotive Group, Inc.) (58-2201081); AFBLLC LLC (f/k/a Allied Freight Broker LLC) (59-2876864); ASCCO (Canada) Company (f/k/a Allied Systems (Canada) Company) (90-0169283); ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.)) (58-1710028); AXALLC LLC (f/k/a Axis Areta, LLC) (45-5215545); AXCCO Canada Company (f/k/a Axis Canada Company) (875688228); AXGINC Corporation (f/k/a Axis Group, Inc.) (58-2204628); Commercial Carriers, Inc. (38-0436930); CTSINC Corporation (f/k/a CT Services, Inc.) (38-2918187); CTLLC LLC (f/k/a Cordin Transport LLC) (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). Debtors address for service of process is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

CONSTRUCTION INDUSTRY RETIREMENT TRUST, LOS ANGELES CITY EMPLOYEES' RETIREMENT SYSTEM, NATIONAL RETIREMENT FUND, NEW MEXICO STATE INVESTMENT COUNCIL, NEW MEXICO STATE INVESTMENT COUNCIL LAND GRANT PERMANENT FUND, NEW MEXICO STATE INVESTMENT COUNCIL SEVERANCE TAX PERMANENT FUND, NEW YORK CITY EMPLOYEES' RETIREMENT SYSTEM, NEW YORK CITY FIRE DEPARTMENT PENSION FUND, NEW YORK CITY POLICE PENSION FUND, NORTHEAST CARPENTERS PENSION FUND, PACIFIC COAST ROOFERS PENSION PLAN, SANBA II INVESTMENT AUTHORITY, STATE STREET BANK AND TRUST COMPANY (AS TRUSTEE ON BEHALF OF AMERICAN AIRLINES MASTER FIXED BENEFIT PENSION PLAN TRUST); STEAMSHIP TRADE ASSOCIATION OF BALTIMORE, INC. – INTERNATIONAL LONGSHOREMEN'S ASSOCIATION (AFL-CIO) PENSION FUND, TEACHERS' RETIREMENT SYSTEM OF THE CITY OF NEW YORK, UNITED FOOD AND COMMERCIAL WORKERS INTERNATIONAL UNION PENSION PLAN FOR EMPLOYEES, WESTERN CONFERENCE OF TEAMSTERS PENSION TRUST

Defendants.

STIPULATION FURTHER EXTENDING THE DEADLINE TO RESPOND TO LITIGATION TRUSTEE'S COMPLAINT TO (I) AVOID AND RECOVER AVOIDABLE TRANSFERS, AND (II) FOR A DECLARATION OF LIABILITY AGAINST YUCAIPA AMERICAN ALLIANCE FUND I, LLC

This Stipulation is entered into by and between Plaintiff Catherine E. Youngman, in her capacity as the Litigation Trustee and Plan Administrator for ASHINC Corporation and related debtors (the "Trustee" or "Plaintiff"), and Defendants American Airlines Master Fixed Benefit Pension Plan Trust, American Private Equity Partners II, LP, Automotive Machinists Pension Trust, Board Of Fire And Police Pension Commissioners Of The City Of Los Angeles, California Public Employees' Retirement System, Carpenters Pension Trust Fund For Northern California,

Coller Partners 702 LP Incorporated, Clouse S.A., Consolidated Retirement Fund, IAM Private Equity, LLC, ILGWU Death Benefit Fund 4, International Sif Sicav SA, Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust, Los Angeles City Employees’ Retirement System, National Retirement Fund, New Mexico State Investment Council, New Mexico State Investment Council Land Grant Permanent Fund, New Mexico State Investment Council Severance Tax Permanent Fund, New York City Employees’ Retirement System, New York City Fire Department Pension Fund, New York City Police Pension Fund, Northeast Carpenters Pension Fund, Pacific Coast Roofers Pension Plan, Sanba II Investment Authority, State Street Bank And Trust Company (As Trustee On Behalf Of American Airlines Master Fixed Benefit Pension Plan Trust); Steamship Trade Association Of Baltimore, Inc. – International Longshoremen’s Association (AFL-CIO) Pension Fund, Teachers’ Retirement System Of The City Of New York, United Food And Commercial Workers International Union Pension Plan For Employees and Western Conference Of Teamsters Pension Trust (collectively, the “Non-Yucaipa Defendants”);

WHEREAS, on October 6, 2021, the Trustee filed the *Litigation Trustee’s Complaint to (I) Avoid and Recover Avoidable Transfers, and (II) for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC* (the “Complaint”) [D.I. 1];

WHEREAS, pursuant to the Summons issued in support of the Complaint (the “Summons”) [D.I. 3], the deadline for the Non-Yucaipa Defendants to respond to the Complaint was originally December 1, 2021;

WHEREAS, the Trustee and certain of the Non-Yucaipa Defendants entered into Stipulations extending the deadline for those Non-Yucaipa Defendants to respond to the Complaint

until April 1, 2022, which Stipulations were approved by the Court pursuant to Orders dated December 2, 10, 26, 2021, February 11, 2022 and March 3, 2022 [D.I. 9, 21, 23, 40, 44];

WHEREAS, a subset of the Non-Yucaipa Defendants, the LP Defendants,² are jointly represented by their undersigned counsel in the above-captioned adversary proceeding (the “Adversary Proceeding”);

WHEREAS, the Non-Yucaipa Defendants Board of Fire and Police Pension Commissioners of the City of Los Angeles, and the Los Angeles City Employees’ Retirement System (together, the “LA Funds”) are jointly represented by their undersigned counsel in this Adversary Proceeding;

WHEREAS, on March 4, 2022, the LP Defendants filed a *Motion to Withdraw the Reference Pursuant to 28 U.S.C. § 157(d) and Federal Rule of Bankruptcy Procedure 5011* (the “Motion to Withdraw”) [D.I. 46];

WHEREAS, on March 7, 2022, the Motion to Withdraw was docketed in the United States District Court for the District of Delaware (the “District Court”), Civil Action No. 22-cv-302 (CFC) [D.I. 2]; and

WHEREAS, the Trustee and the Non-Yucaipa Defendants have agreed to further extend the time for the Non-Yucaipa Defendants to respond to the Complaint.

² These “LP Defendants” are: American Private Equity Partners II, LP; American Airlines Master Fixed Benefit Pension Plan Trust; California Public Employees’ Retirement System; Carpenters Pension Trust for Northern California; Clouse S.A.; Collier Partners 702 LP Incorporated; Consolidated Retirement Fund; IAM Private Equity, LLC; ILGWU Death Benefit Fund 4; International SIF SICAV SA; Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust; National Retirement Fund; New Mexico State Investment Council; New Mexico State Investment Council Land Grant Permanent Fund; New Mexico State Investment Council Severance Tax Permanent Fund; New York City Employees’ Retirement System; New York City Fire Department Pension Fund; New York City Police Pension Fund; Northeast Carpenters Pension Fund; Pacific Coast Roofers Pension Plan; Sanba II Investment Authority; State Street Bank And Trust Company (As Trustee On Behalf of American Airlines Master Fixed Benefit Pension Plan Trust); Steamship Trade Association of Baltimore, Inc. – International Longshoremen’s; Association (AFL-CIO) Pension Fund; Teachers’ Retirement System of the City of New York; United Food and Commercial Workers International Union Pension Plan for Employees; and Western Conference of Teamsters Pension Trust.

NOW, THEREFORE, it is stipulated and agreed to as follows:

1. To the extent they have not already done so, the Non-Yucaipa Defendants waive service of the Complaint.
2. Subject to the terms herein, the Non-Yucaipa Defendants' respective responses to the Complaint shall be due no later than the first Business Day³ that is 30 days after the earlier of the following triggering events:
 - a. Issuance of a post-trial opinion by the Bankruptcy Court adjudicating the remaining claims that were tried in March 2022 in two related adversary proceedings: (i) Del. Bankr. Adv. 13-50530 and (ii) Del Bankr. Adv. 14-50971; and
 - b. Written notice by the Trustee to the Non-Yucaipa Defendants, through their respective undersigned counsel, sent by electronic mail.
3. Nothing in this Stipulation shall be deemed to waive or impact any rights of the Non-Yucaipa Defendants to seek any relief under bankruptcy or other applicable law in connection with this Adversary Proceeding, the Motion to Withdraw, or any other related action, including but not limited to any motion to stay this Adversary Proceeding pending the District Court's ruling on the Motion to Withdraw.
4. Other than service of the Complaint, the Non-Yucaipa Defendants reserve their rights to assert all defenses in this Adversary Proceeding and related actions, including but not limited to those based on personal and subject matter jurisdiction.

³ "Business Day" shall mean any day that is not a Saturday, Sunday, or a federal holiday.

5. The Pre-Trial Conference(s) in this Adversary Proceeding shall be continued until a date/time after the Non-Yucaipa Defendants respectively respond to the Complaint, based on the Court's availability.

Dated: April 1, 2022

FOX ROTHSCHILD LLP

/s/ Seth A. Niederman

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Litigation Trustee and Plan Administrator*

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Police Pension Commissioners of the City of
Los Angeles and Los Angeles City Employees' Retirement System

By: /s/ Uzzi Raanan

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